

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline:
Hearing Date: TBD only if necessary

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF MAY 1, 2012 THROUGH MAY 31, 2012**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 101 - Bankruptcy Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$624.00	1.2	\$ 748.80
TOTAL				1.2	\$ 748.80

Expenses

Description	Total
Photocopying	\$ 32.70
TOTAL	\$ 32.70



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500900
Matter No.: 08743.00101

Re: Bankruptcy Matters

For Professional Services rendered through May 31, 2012

Fees	\$748.80
Disbursements	<u>32.70</u>
Total Fees and Disbursements	<u>\$781.50</u>

Matter No.: 08743.00101
Re: Bankruptcy Matters

Invoice No.: 500900
June 28, 2012
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/08/12	Jaffe	P230	Preparing quarterly fee application (1.2).	1.2
			Total Hours	1.2

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Matter No.: 08743.00101
 Re: Bankruptcy Matters

Invoice No.: 500900
 June 28, 2012
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	1.2	at	624.00	=	748.80
Total Fees					\$748.80

Disbursement Summary

<u>Date</u>		<u>Amount</u>
05/08/12	In-House Photocopying	4.80
05/08/12	In-House Photocopying	1.40
05/10/12	In-House Photocopying	6.30
05/14/12	In-House Photocopying	20.20
Total Disbursements		\$32.70

Total Fees	\$748.80
Total Disbursements	<u>32.70</u>
Total Fees and Disbursements	<u>\$781.50</u>



Seth D. Jaffe
617-832-1203
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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500900
Matter No.: 08743.00101

Re: Bankruptcy Matters

Total Fees and Disbursements

\$781.50

Remittance Address:

Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account
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Reference
Information:

Client/Matter #: 08743.00101, Invoice #: 500900
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 102 - Blackburn and Union Privileges Superfund Site, Walpole, Mass**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$624.00	3.1	\$ 1,934.40
TOTAL				3.1	\$ 1,934.40



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500901
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

For Professional Services rendered through May 31, 2012

Fees	\$1,934.40
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Total Fees and Disbursements	<u>\$1,934.40</u>
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Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 500901

June 28, 2012

Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/04/12	Jaffe	P230	Reviewing EPA approval of short term work and emails with team regarding same (.3).	0.3
05/08/12	Jaffe	P230	Emails with team regarding access (.4).	0.4
05/10/12	Jaffe	P230	Attention to access issues, including reviewing access agreement and email with team regarding same (.5).	0.5
05/20/12	Jaffe	P230	Attention to access issues, including emails with Mr. Bucens and review of draft Lewis Pond dam agreement (.3).	0.3
05/23/12	Jaffe	P230	Attention to EPA reimbursement issues, including reviewing EPA response and emails with team regarding same (.4).	0.4
05/24/12	Jaffe	P230	Emails with team regarding EPA oversight costs (.5).	0.5
05/25/12	Jaffe	P230	Attention to oversight cost issue, including emails with team and reviewing, revising, draft letter to EPA regarding same (.7).	0.7
Total Hours				3.1

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Matter No.: 08743.00102
Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Invoice No.: 500901
June 28, 2012
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Seth D. Jaffe	3.1	at	624.00	=	1,934.40

Total Fees					\$1,934.40
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Total Fees					\$1,934.40
Total Fees and Disbursements					<u>\$1,934.40</u>

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617-832-1203
Boston

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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500901
Matter No.: 08743.00102

Re: Blackburn and Union Privileges Superfund Site, Walpole, Mass

Total Fees and Disbursements \$1,934.40

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions:	ABA: 011500120
Citizens Bank	Swift #: CTZIUS33
1 Citizens Drive	Account # 1133945993
Providence, RI 02915	Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00102, Invoice #: 500901
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 103 – Wells G&H Superfund Site**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$624.00	10.2	\$ 6,364.80
Amy E. Boyd	Associate	Environmental	\$430.00	3.4	\$ 1,462.00
TOTAL				13.6	\$ 7,826.80

Expenses

Description	Total
Telephone	\$ 15.99
Taxi Fare	\$ 17.00
TOTAL	\$ 32.99



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500902
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

For Professional Services rendered through May 31, 2012

Fees	\$7,826.80
Disbursements	<u>32.99</u>
Total Fees and Disbursements	<u>\$7,859.79</u>

Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 500902
 June 28, 2012
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/03/12	Jaffe	P230	Attention to EPA five-year review, including review of EPA changes and emails with team regarding same (.6).	0.6
05/07/12	Jaffe	P230	Attention to Central Area, including PRP Group meeting, preparation for same, meeting with Ms. Duff regarding same, and emails with PRPs (5.3).	5.3
05/08/12	Jaffe	P230	Attention to Central Area issues, including emails with team regarding meetings, schedule, and allocation (.8).	0.8
05/09/12	Jaffe	P230	Attention to Central Area, including reviewing, revising, meeting minutes and emails with team regarding same, and telephone call and email with Mr. Bibler regarding allocation (1.2).	1.2
05/11/12	Jaffe	P230	Emails with team regarding soil management plan (.5).	0.5
05/11/12	Boyd	P230	Prepare for and attend conference call with internal team regarding meeting with EPA (1.3).	1.3
05/14/12	Jaffe	P230	Attention to soil management issues, including emails with team and email with Mr. LeMay at EPA (.4).	0.4
05/22/12	Jaffe	P230	Attention to Areas, 2, 3, and 4, and soil management, including emails with team and review of EPA position (.6).	0.6
05/29/12	Jaffe	P230	Reviewing joint defense agreement and emails with Ms. Boyd and team regarding same (.4); attention to Central Area, including planning for meeting with EPA (.4).	0.8
05/29/12	Boyd	P230	Review e-mails and materials in preparation for conference call (.4).	0.4
05/30/12	Boyd	P230	Attended conference call to discuss preparation for meeting with EPA (1.4); reviewed follow-up e-mails to discuss issues raised on call (.3).	1.7
Total Hours				13.6

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Matter No.: 08743.00103
 Re: Wells G&H Superfund Site

Invoice No.: 500902
 June 28, 2012
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
Amy E Boyd	3.4	at	430.00	=	1,462.00
Seth D. Jaffe	10.2	at	624.00	=	6,364.80
Total Fees					\$7,826.80

Disbursement Summary

<u>Date</u>		<u>Amount</u>
05/07/12	Telephone 14435358439 - Columbia - MD (USA)	9.10
05/11/12	Telephone 14435358439 - Columbia - MD (USA)	6.89
05/29/12	Taxi Fare - FOLEY HOAG LLP To/from 53 State St for Central Area meeting at Goodwin Procter: 05/07/12	17.00
Total Disbursements		\$32.99

Total Fees	\$7,826.80
Total Disbursements	<u>32.99</u>
Total Fees and Disbursements	<u>\$7,859.79</u>



Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500902
Matter No.: 08743.00103

Re: Wells G&H Superfund Site

Total Fees and Disbursements

\$7,859.79

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions: Citizens Bank 1 Citizens Drive Providence, RI 02915	ABA: 011500120 Swift #: CTZIUS33 Account # 1133945993 Beneficiary: Foley Hoag LLP – Wire Receipt Account
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Reference
Information:

Client/Matter #: 08743.00103, Invoice #: 500902
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 108 - Discovery Sciences FDA Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
James Flaherty	Associate	Administrative	\$485.00	4.4	\$ 2,134.00
TOTAL				4.4	\$ 2,134.00

Expenses

Description	Total
Photocopying	\$ 3.90
TOTAL	\$ 3.90



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500903
Matter No.: 08743.00108

Re: Discovery Sciences FDA Matters

For Professional Services rendered through May 31, 2012

Fees	\$2,134.00
Disbursements	<u>3.90</u>
Total Fees and Disbursements	<u>\$2,137.90</u>

Matter No.: 08743.00108
 Re: Discovery Sciences FDA Matters

Invoice No.: 500903
 June 28, 2012
 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/02/12	Flaherty	C300	E-mail correspondence with M. Buono regarding draft Sodasorb complaint investigation and risk assessment and scheduling call to discuss same; initial review of draft (0.1).	0.1
05/04/12	Flaherty	C300	E-mail correspondence with L. Duff and others regarding memorandum summarizing FDA medical device classification of Grace flash chromatography systems and FDA compliance assessment projects, priorities, and next steps (0.1).	0.1
05/07/12	Flaherty	C300	Review and analyze draft Sodasorb complaint investigation and risk assessment (0.5); review and analyze FDA regulations and guidance documents in connection with same (0.5); telephone conference with L. Duff, M. Buono, and E. Eller regarding draft Sodasorb complaint investigation and risk assessment (0.7); review finalized Sodasorb complaint investigation and risk assessment (0.1); e-mail correspondence with L. Duff, M. Buono, and E. Eller regarding same (0.1); confer with L. Duff regarding FDA compliance assessment projects (0.4); telephone conference with L. Duff, S. Perdue, M. Buono, and E. Eller regarding FDA compliance assessment projects, priorities, and next steps (0.5); follow-up regarding same (0.2); draft, finalize, and circulate memorandum regarding FDA medical device classification of Grace flash chromatography systems (1.0); e-mail correspondence regarding same (0.1).	4.1
05/08/12	Flaherty	C300	E-mail exchange with E. Eller regarding flash chromatography medical device classification memorandum and FDA delisting process (0.1).	0.1
Total Hours				4.4

Matter No.: 08743.00108
 Re: Discovery Sciences FDA Matters

Invoice No.: 500903
 June 28, 2012
 Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
James Flaherty	4.4	at	485.00	=	2,134.00
Total Fees					\$2,134.00

Disbursement Summary

<u>Date</u>		<u>Amount</u>
05/07/12	Telephone	3.90
Total Disbursements		\$3.90

Total Fees	\$2,134.00
Total Disbursements	<u>3.90</u>
Total Fees and Disbursements	<u>\$2,137.90</u>



Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500903
Matter No.: 08743.00108

Re: Discovery Sciences FDA Matters

Total Fees and Disbursements

\$2,137.90

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions:	ABA: 011500120
Citizens Bank	Swift #: CTZIUS33
1 Citizens Drive	Account # 1133945993
Providence, RI 02915	Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00108, Invoice #: 500903
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 111 - Incubator FDA Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
James Flaherty	Associate	Administrative	\$485.00	0.1	\$ 48.50
TOTAL				0.1	\$ 48.50



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500904
Matter No.: 08743.00111

Re: Incubator FDA Matters

For Professional Services rendered through May 31, 2012

Fees	\$48.50
Total Fees and Disbursements	<u>\$48.50</u>

Matter No.: 08743.00111
Re: Incubator FDA Matters

Invoice No.: 500904
June 28, 2012
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/10/12	Flaherty	C300	E-mail correspondence with C. Libanati regarding GMP requirements for Phase 1 investigational studies, including forwarding FDA guidance document regarding same (0.1).	0.1
			Total Hours	0.1

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Matter No.: 08743.00111
Re: Incubator FDA Matters

Invoice No.: 500904
June 28, 2012
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
James Flaherty	0.1	at	485.00	=	48.50

Total Fees	\$48.50
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Total Fees	\$48.50
Total Fees and Disbursements	<u>\$48.50</u>

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617-832-1203
Boston

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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500904
Matter No.: 08743.00111

Re: Incubator FDA Matters

Total Fees and Disbursements

\$48.50

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535	
Wire Instructions:	ABA: 011500120
Citizens Bank	Swift #: CTZIUS33
1 Citizens Drive	Account # 1133945993
Providence, RI 02915	Beneficiary: Foley Hoag LLP – Wire Receipt Account

Reference
Information:

Client/Matter #: 08743.00111, Invoice #: 500904
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company

Matter 112 - Miscellaneous FDA Matters**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
James Flaherty	Associate	Administrative	\$485.00	0.5	\$ 242.50
TOTAL				0.5	\$ 242.50



Seth D. Jaffe
617-832-1203
Boston

W.R. Grace & Co.

June 28, 2012
Invoice No.: 500905
Matter No.: 08743.00112

Re: Miscellaneous FDA Matters

For Professional Services rendered through May 31, 2012

Fees	\$242.50
Total Fees and Disbursements	<u>\$242.50</u>

Matter No.: 08743.00112
Re: Miscellaneous FDA Matters

Invoice No.: 500905
June 28, 2012
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Tsk</u>	<u>Narrative</u>	<u>Hours</u>
05/04/12	Flaherty	C300	V-mail and e-mail correspondence with L. Duff regarding North American Corn Products nickel catalyst material specification and edits thereto; initial review of latest edits to document (0.1).	0.1
05/07/12	Flaherty	C300	Confer with L. Duff regarding North American Corn Products nickel catalyst material specification and edits thereto (0.2); review and analyze revised specification in advance of meeting with L. Duff (0.2).	0.4
Total Hours				0.5

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please include remittance page with your payment.

Matter No.: 08743.00112
Re: Miscellaneous FDA Matters

Invoice No.: 500905
June 28, 2012
Page 3

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
James Flaherty	0.5	at	485.00	=	242.50

Total Fees					\$242.50
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Total Fees					\$242.50
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Total Fees and Disbursements					<u>\$242.50</u>
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Seth D. Jaffe
617-832-1203
Boston

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W.R. Grace & Co.

June 28, 2012
Invoice No.: 500905
Matter No.: 08743.00112

Re: Miscellaneous FDA Matters

Total Fees and Disbursements

\$242.50

Remittance Address:
Foley Hoag LLP
Attn: Accounts Receivable
155 Seaport Boulevard
Boston, MA 02210-2600

Federal Tax ID : 04-2150535

Wire Instructions:		ABA: 011500120
Citizens Bank		Swift #: CTZIUS33
1 Citizens Drive		Account # 1133945993
Providence, RI 02915	Beneficiary: Foley Hoag LLP – Wire Receipt	Account

Reference
Information:

Client/Matter #: 08743.00112, Invoice #: 500905
Billing Attorney: Seth D. Jaffe
Wire Originator: W.R. Grace & Company